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OFFICE OF THE
EXECUTIVE SECRETARY

March 15, 2002

VIA OVERNIGHT DELIVERY

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Notification of Reorganization of CoreComm Limited

02-00286

Dear Mr. Waddell:

ATX Licensing, Inc. d/b/a ATX Telecommunications ("ATX"), hereby respectfully notifies the Tennessee Regulatory Authority ("TRA") of a reorganization involving the *pro forma* transfer of control of ATX. Specifically, on December 28, 2001, the ultimate parent company of ATX, CoreComm Limited ("CoreComm Ltd."), reorganized in a debt-restructuring transaction and conveyed ultimate control of the company to CoreComm Holdco, Inc. ("CoreComm Holdco"). CoreComm Holdco is a pre-existing wholly-owned subsidiary of CoreComm Ltd., and an intermediary parent company to ATX. Thus, the changes described here are all taking place at the parent level, and the telecommunications authorization held by ATX will remain in that entity.

The transaction is part of a broader reorganization to facilitate certain financial, business, and administrative objectives.^{1/} The restructuring is a recapitalization that primarily involves the conversion of debt and preferred stock of CoreComm Ltd. into common stock of CoreComm Holdco.

The transaction is *pro forma* in nature primarily because the beneficial ownership and control of the aforementioned parties will remain largely unchanged. For example, CoreComm Ltd.'s three largest shareholders will now constitute three of the four largest shareholders of CoreComm Holdco. Before the transfer, CoreComm Ltd.'s largest shareholder, Michael Karp, held approximately 3% of its voting stock and will now hold approximately 34% of CoreComm

^{1/} CoreComm Ltd. is publicly-traded (NASDAQ: COMM), and submitted a current report, Form 8-K, to the Securities and Exchange TRA on December 18, 2001, describing the transaction in greater detail.

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Holdco's voting stock, an amount that remains non-controlling.^{2/} Further, CoreComm Ltd.'s two remaining largest shareholders, Thomas Gravina and Debra Buruchian will now each increase their stakes from approximately 9% of CoreComm Ltd.'s voting stock to approximately 11% of CoreComm Holdco's voting stock.^{3/} Finally, the one holder of greater than 10% of CoreComm Holdco's voting stock that was not a holder of greater than 10% of CoreComm Ltd.'s voting stock is Booth American, which will now hold a non-controlling 20% interest. In any case, Booth American is a current debt-holder and preferred shareholder in CoreComm Ltd. Thus, there will be no new party obtaining a controlling interest in CoreComm Ltd., CoreComm Holdco, or ATX.

In addition, there are no planned changes in management or boards of directors of any of the CoreComm entities that would convey *de facto* or *de jure* control to a new party whose qualifications have not already been passed on by the TRA. Further, the services provided to the customers of ATX and its parent company will not change as a result of the recapitalization. Thus, because ATX, CoreComm Ltd., and CoreComm Holdco collectively will remain under the control of its larger shareholders and management, the transaction should be considered to result in only a *pro forma* transfer of control. Because the transaction is *pro forma*, there are no transactional documents that reflect a "sale price" or other consideration for the recapitalization.

ATX will continue to provide services in Tennessee under the same name, tariffs, and operating authorization. The *pro forma* transfer does not affect the ability of ATX to continue to serve the public interest by: (a) promoting competition among telecommunications service providers in the State of Tennessee; and (b) ensuring the highest quality of service to Tennessee customers. The same public interest findings that led the TRA initially to grant ATX's authorization support this *pro forma* transfer of control.

^{2/} The increase in Karp's percentage of ownership is actually more modest than it appears. Karp is a current debt-holder of CoreComm Ltd. and receives common stock on a biannual basis in lieu of interest payments. As recently as October 1, 2001, for example, Karp held approximately 21% of CoreComm Ltd.'s voting stock, but has reduced his percentage of ownership through stock sales. Thus, depending on the value of CoreComm Ltd.'s share price, and Karp's voluntary stock sales, his holdings in CoreComm Ltd. can fluctuate greatly between 5-20%, but have always remained non-controlling.

^{3/} Prior to the transaction, no other entities held more than ten percent (10%) of the voting stock of CoreComm Ltd. Further, the parties to this transaction are not aware of any privity between their largest shareholders; each shareholder is believed to act according to his, her, or its individual interests.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

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Enclosed please find a check in the amount of \$25.00 to cover the filing fee associated with this notice. Kindly date-stamp the additional copy of this letter and please contact the undersigned if you have any questions about this matter.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Sara F. Leibman', with a long, sweeping horizontal line extending to the right.

Sara F. Leibman
Counsel for CoreComm Limited
and its Subsidiaries

WDC 306273v2